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BEFORE THE ARIZONA CORPORATION COMMISSION

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Arizona Corporation Commission

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AZ CORP COMMISSION
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COMMISSIONERS

KRISTIN K. MAYES, Chairman
GARY PIERCE
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BOB STUMP

DOCKET NO. T-01051B-10-0194
T-02811B-10-0194
T-04190A-10-0194
T-20443A-10-0194
T-03555A-10-0194
T-03902A-10-0194

PROCEDURAL ORDER

IN THE MATTER OF THE JOINT NOTICE AND
APPLICATION OF QWEST CORPORATION,
QWEST COMMUNICATIONS COMPANY, LLC,
QWEST LD CORP., EMBARQ
COMMUNICATIONS, INC. D/B/A CENTURY
LINK COMMUNICATIONS, EMBARQ
PAYPHONE SERVICES, INC. D/B/A
CENTURYLINK, AND CENTURYTEL
SOLUTIONS, LLC, FOR APPROVAL OF THE
PROPOSED MERGER OF THEIR PARENT
CORPORATIONS, QWEST COMMUNICATIONS
INTERNATIONAL INC., AND CENTURYTEL,
INC.

BY THE COMMISSION:

On May 13, 2010, Qwest Corporation, Qwest Communications Company, LLC, Qwest LD Corp., Embarq Communications, Inc. d/b/a CenturyLink Communications, Embarq Payphone Services, Inc. d/b/a CenturyLink, and CenturyTel Solutions, LLC, (together, the "Joint Applicants"), filed with the Arizona Corporation Commission ("Commission") a joint application for approval of the proposed merger of the Applicants' respective parent corporations, Qwest Communication International Inc., and CenturyTel, Inc.

On May 21, 2010, the Joint Applicants filed a Motion to Permit Kevin K. Zarling to Appear *Pro Hac Vice*.

On May 24, 2010, the Joint Applicants filed a Notice of Joint Filing of the Direct Testimony of several of the Joint Applicants' witnesses.

On May 28, 2010, the Joint Applicants filed a Request for Scheduling Procedural Conference.

On June 2, 2010, the Residential Utility Consumer Office ("RUCO") filed an Application to Intervene.

On June 3, 2010, Cox Arizona Telcom, LLC, filed an Application to Intervene.

1 On June 7, 2010, tw telecom of arizona llc, filed an Application to Intervene.

2 On June 7, 2010, Integra Telecom filed an Application to Intervene.

3 On June 9, 2010 a Procedural Order was issued granting admission *pro hac vice* to Kevin K.
4 Zarling.

5 On June 9, 2010, a Procedural Order was issued setting a Procedural Conference in this matter
6 for June 22, 2010.

7 On June 10, 2010, the Communications Workers of American, AFL-CIO, CLC ("CWA")
8 filed its Application to Intervene.

9 On June 16, 2010, Level 3 Communications, LLC, filed its Application to Intervene.

10 On June 17, 2010, the Joint Applicants filed their Proposed Procedural Schedule, Form of
11 Public Notice, and Protective Order.

12 On June 17, 2010, McLeodUSA Telecommunication Services, Inc., d/b/a PAETEC Business
13 Services ("PAETEC") filed its Application to Intervene.

14 On June 18, 2010, Integra Telecom filed a Substitution of Counsel, stating that it is
15 substituting Roshka DeWulf & Patten, PLC, for the Law Office of Joan Burke, as its counsel.

16 On June 18, 2010, Integra Telecom and PAETEC filed their Procedural Comments and
17 Proposed Schedule of Integra and PAETEC.

18 On June 21, 2010, Pac-West Telecomm, Inc., filed its Application to Intervene.

19 On June 22, 2010, the United States Department of Defense and All Other Federal Executive
20 Agencies ("DOD") filed an Application to Intervene.

21 On June 22, 2010, 360networks (USA) inc. filed an Application to Intervene.

22 The Procedural Conference convened as scheduled and the parties appeared through counsel.
23 During the Procedural Conference, it was ruled that hearing is necessary in this matter and the parties
24 agreed on a procedural schedule for this matter. The Joint Applicants also indicated that they had no
25 objection to any of the Motions to Intervene.

26 On June 28, 2010, the Commission's Utilities Division Staff ("Staff") filed a Proposed Form
27 of Notice.

28

1 Pursuant to A.A.C. R14-3-101, the Commission now issues this Procedural Order to govern
2 the preparation and conduct of this proceeding.

3 IT IS THEREFORE ORDERED that the **hearing** in this matter shall be held on **November**
4 **15, 2010, at 10:00 a.m.**, or as soon thereafter as is practical, at the Commission's offices, Hearing
5 Room 1, 1200 West Washington Street, Phoenix, Arizona 85007.

6 IT IS FURTHER ORDERED that a telephonic Pre-Hearing Conference in this matter shall be
7 held on **November 12, 2010, at 10:00 a.m.** The call-in number is **888-872-3769**, then enter pass
8 **code 602-382-6234#**. Parties may also attend in person at the Commission's Tucson offices, Room
9 222, 400 West Congress Street, Tucson, Arizona 85701.

10 IT IS FURTHER ORDERED that the Motions to Intervene of RUCO, Cox Arizona Telcom,
11 LLC, tw telecom of arizona, llc, Integra Telecom, CWA, Level 3 Communications, LLC, PAETEC,
12 Pac-West Telecomm, Inc., DOD, and 360networks (USA) inc., are hereby granted.

13 IT IS FURTHER ORDERED that **intervention** shall be in accordance with A.A.C. R14-3-
14 105, except that all Motions to Intervene must be filed on or before **September 10, 2010**.

15 IT IS FURTHER ORDERED that any **objections to any Motions to Intervene** shall be filed
16 on or before **September 17, 2010**.

17 IT IS FURTHER ORDERED that Staff and Intervenors shall file their **Testimony** on or
18 before **September 27, 2010**.

19 IT IS FURTHER ORDERED that the **Joint Applicants** shall file their **Rebuttal Testimony**
20 on or before **October 27, 2010**.

21 IT IS FURTHER ORDERED that **Staff and Intervenors** shall file their **Surrebuttal**
22 **Testimony** on or before **12:00 p.m., November 10, 2010**.

23 IT IS FURTHER ORDERED that the Applicants shall **mail to each customer** in the affected
24 service area a copy of the notice set forth below and shall cause the notice to be **published in a**
25 **newspaper of general circulation** in the affected service area, with publication and mailing to be
26 completed no later than **July 16, 2010**.

1 IT IS FURTHER ORDERED that the Applicants shall **file certification of mailing and**
2 **publication** as soon as practicable after the mailing/publication has been completed, but not later
3 than **August 6, 2010**.

4 IT IS FURTHER ORDERED that notice shall be deemed complete upon mailing and
5 publication of same, notwithstanding the failure of an individual customer or property owner to read
6 or receive the notice.

7 IT IS FURTHER ORDERED the Joint Applicants shall provide public notice of the public
8 comment meeting in this matter, in the following form and style with the heading in no less than 24-
9 point bold type and the body in no less than 10-point regular type:

10 **PUBLIC NOTICE OF THE HEARING ON THE JOINT NOTICE AND APPLICATION OF**
11 **QWEST CORPORATION, QWEST COMMUNICATIONS COMPANY, LLC, QWEST LD**
12 **CORP., EMBARQ COMMUNICATIONS, INC. D/B/A CENTURY LINK**
13 **COMMUNICATIONS, EMBARQ PAYPHONE SERVICES, INC. D/B/A CENTURYLINK,**
14 **AND CENTURYTEL SOLUTIONS, LLC, FOR APPROVAL OF THE PROPOSED**
15 **MERGER OF THEIR PARENT CORPORATIONS, QWEST COMMUNICATIONS**
16 **INTERNATIONAL INC., AND CENTURYTEL, INC.**
17 **(DOCKET NOS. T-01051B-10-0194, T-02811B-10-0194, T-04190A-10-0194,**
18 **T-20443A-10-0194, T-03555A-10-0194, T-03902A-10-0194)**

19 **Summary**

20 On May 13, 2010, Qwest Corporation, Qwest Communications Company, LLC,
21 Qwest LD Corp., Embarq Communications, Inc. d/b/a CenturyLink Communications,
22 Embarq Payphone Services, Inc. d/b/a CenturyLink, and CenturyTel Solutions, LLC,
23 (together, the "Applicants"), filed with the Arizona Corporation Commission
24 ("Commission") a joint application for approval of the merger of their parent
25 corporations, Qwest Communications International Inc. and CenturyTel, Inc. The
26 Commission's Utilities Division ("Staff") has not yet made a recommendation
27 regarding the Applicants' application, and the Commission is not bound by the
28 proposals made by the Applicants, Staff, or any intervenors. The Commission will
issue a decision regarding the Applicants' application following consideration of
testimony and evidence presented at an evidentiary hearing.

How You Can View or Obtain a Copy of the Application

Copies of the application are available at the Applicants' offices, 20 East Thomas
Road, 16th Floor, Phoenix, Arizona, 85012, and the Commission's offices at 1200
West Washington, Phoenix, Arizona, for public inspection during regular business
hours and on the internet via the Commission website (www.azcc.gov) using the e-
docket function.

Arizona Corporation Commission Public Hearing Information

The Commission will hold a hearing on this matter beginning **November 15, 2010, at 10:00 a.m.**, or as soon thereafter as is practical, at the Commission's offices, Hearing Room 1, 1200 West Washington Street, Phoenix, Arizona 85007. Public comments will be taken on the first day of the hearing. Written public comments may be submitted via email (visit http://www.azcc.gov/divisions/utilities/forms/public_comment.pdf for instructions), or by mailing a letter referencing Docket Nos. T-01051B-10-0194, T-02811B-10-0194, T-04190A-10-0194, T-20433A-10-0194, T-03555A-10-0194, and T-03902A-10-0194 to: Arizona Corporation Commission, Consumer Services Section, 1200 West Washington, Phoenix, AZ 85007. If you require assistance, you may contact the Consumer Services Section at (800) 222-7000 or (602) 542-4251.

About Intervention

The law provides for an open public hearing at which, under appropriate circumstances, interested parties may intervene. Any person or entity entitled by law to intervene and having a direct and substantial interest in the matter will be permitted to intervene. **If you would like to intervene, you must file a written motion to intervene with the Commission no later than September 10, 2010.** You must send copies of the motion to the Applicants or its counsel, and to all parties of record in the case. Your motion to intervene must contain the following:

1. Your name, address, and telephone number, and the name, address, and telephone number of any party upon whom documents are to be served in your place, if desired;
2. A short statement of your interest in the proceeding (e.g., a customer of the Applicants, a shareholder of the Applicants, etc.); and
3. A statement certifying that a copy of your motion to intervene has been mailed to the Applicants or its counsel and to all parties of record in the case.

The granting of motions to intervene shall be governed by A.A.C. R14-3-105, except that **all motions to intervene must be filed on or before September 10, 2010.** If representation by counsel is required by Rule 31 of the Rules of the Arizona Supreme Court, intervention will be conditioned upon the intervenor obtaining counsel to represent the intervenor. For information about requesting intervention, visit the Arizona Corporation Commission's webpage at <http://www.azcc.gov/divisions/utility/forms.asp>. The granting of intervention, among other things, entitles a party to present sworn evidence at hearing and to cross-examine other witnesses. **However, failure to intervene will not preclude any customer from appearing at the hearing and making a statement on such customer's own behalf.**

ADA/Equal Access Information

The Commission does not discriminate on the basis of disability in admission to its public meetings. Persons with a disability may request a reasonable accommodation such as a sign language interpreter, as well as request this document in an alternative format, by contacting the ADA Coordinator Carolyn Buck, E-mail CDBuck@azcc.gov, voice phone number 602/542-3931. Requests should be made as early as possible to allow time to arrange the accommodation.

1 IT IS FURTHER ORDERED that the Ex Parte Rule (A.A.C. R14-3-113-Unauthorized
2 Communications) continues to apply to this proceeding as the matter is set for public hearing.

3 IT IS FURTHER ORDERED that all parties must comply with Rules 31 and 38 of the Rules
4 of the Arizona Supreme Court and A.R.S. § 40-243 with respect to practice of law and admission *pro*
5 *hac vice*.

6 IT IS FURTHER ORDERED that the intervention granted herein is conditioned upon the
7 intervenor obtaining counsel to represent the intervenor if required by Rule 31 of the Rules of the
8 Arizona Supreme Court, and such counsel filing a notice of appearance with the Commission, within
9 30 days of the date of this Procedural Order.

10 IT IS FURTHER ORDERED that withdrawal of representation must be made in compliance
11 with A.A.C. R14-3-104(E) and Rule 1.16 of the Rules of Professional Conduct (under Rule 42 of the
12 Rules of Arizona Supreme Court). Representation before the Commission includes appearances at all
13 hearings and procedural conferences, as well as all Open Meetings for which the matter is scheduled
14 for discussion, unless counsel has previously been granted permission to withdraw by the
15 Administrative Law Judge or the Commission.

16 IT IS FURTHER ORDERED that the Ex Parte Rule (A.A.C. R14-3-113 - Unauthorized
17 Communications) applies to this proceeding and shall remain in effect until the Commission's
18 Decision in this matter is final and non-appealable.

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IT IS FURTHER ORDERED that the Administrative Law Judge may rescind, alter, amend, or waive any portion of this Procedural Order either by subsequent Procedural Order or by ruling at hearing.

DATED this 1st day of July, 2010.


BELINDA A. MARTIN
ADMINISTRATIVE LAW JUDGE

Copies of the foregoing mailed
this 1st day of July, 2010, to:

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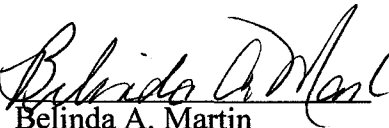
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